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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
	:	
DELPHI CORPORATION, et al.,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
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JOINT STIPULATION AND AGREED ORDER COMPROMISING
AND ALLOWING PROOF OF CLAIM NUMBER 10218
(MILLWOOD, INC. D/B/A LIBERTY INDUSTRIES, INC.)

Delphi Corporation and certain of its subsidiaries and affiliates, including Delphi Automotive Systems LLC ("DAS LLC"), debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), and Millwood, Inc. d/b/a Liberty Industries, Inc. ("Millwood") respectfully submit this Joint Stipulation And Agreed Order Compromising And Allowing Proof Of Claim Number 10218 (Millwood, Inc. d/b/a Liberty Industries, Inc) and agree and state as follows:

WHEREAS, on October 8, 2005, the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS, on October 13, 2005, Millwood submitted multiple demands to the Debtors asserting reclamation claims in the total amount of \$55,995.04 (collectively, the "Reclamation Demands").

WHEREAS, on July 21, 2006, Millwood filed proof of claim number 10218 against DAS LLC, asserting an unsecured non-priority claim in the amount of \$164,172.46 and an unsecured priority claim in the amount of \$55,995.04 (collectively, the "Claim") arising from goods delivered prior to the Petition Date.

WHEREAS, between July 28, 2006 and August 4, 2006, the Debtors and Millwood entered into four letter agreements (collectively, the "Reclamation Letter Agreements") with respect to the Reclamation Demands, whereby the Debtors and Millwood acknowledge and agree that the valid aggregate amount of the Reclamation Demands is \$5,946.75 (the "Reclamation Claim"), subject to the Debtors' right to seek, at any time and notwithstanding Millwood's agreement to the amount set forth in the Reclamation Letter

Agreements, a judicial determination that certain reserved defenses (the "Reserved Defenses") to the Reclamation Claim are valid.

WHEREAS, on April 27, 2007, the Debtors objected to the Claim pursuant to the Debtors' Thirteenth Omnibus Objection (Substantive) Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (a) Insufficiently Documented Claims, (b) Claims Not Reflected On Debtors' Books And Records, (c) Protective Insurance Claims, (d) Insurance Claims Not Reflected On Debtors' Books And Records, (e) Untimely Claims And Untimely Tax Claims, And (f) Claims Subject To Modification, Tax Claims Subject to Modification, And Claims Subject To Modification And Reclamation Agreement (Docket No. 7825) (the "Thirteenth Omnibus Claims Objection").

WHEREAS, on May 23, 2007, Millwood filed Claim Holder, Millwood Inc. dba Liberty Industries, Inc.'s Response To Debtors' Thirteenth Omnibus Claims Objection (Docket No. 8003) (the "Response").

WHEREAS, on September 6, 2007, to resolve the Thirteenth Omnibus Claims Objection with respect to the Claim, DAS LLC and Millwood entered into a settlement agreement (the "Settlement Agreement").

WHEREAS pursuant to the Settlement Agreement, DAS LLC acknowledges and agrees that the Claim shall be allowed against DAS LLC in the amount of \$220,167.50.

WHEREAS DAS LLC is authorized to enter into the Settlement Agreement either because the Claim involves ordinary course controversies or pursuant to that certain Amended And Restated Order Under 11 U.S.C. §§ 363, 502, And 503 And Fed. R. Bankr. P. 9019(b) Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And Allow Claims Without Further Court Approval (Docket No. 8401) entered by this Court on June 26,

2007.

THEREFORE, the Debtors and Millwood stipulate and agree as follows:

1. The Claim shall be allowed in the amount of \$220,167.50 and shall be treated as an allowed general unsecured non-priority claim against the estate of DAS LLC.
2. Millwood reserves the right, pursuant to section 503(b) of the Bankruptcy Code, to seek administrative priority status for \$5,946.75 of the Claim on the grounds that Millwood has a valid reclamation claim in the amount of \$5,946.75.
3. The Debtors reserve the right to seek, at any time and notwithstanding Millwood's agreement to the amount set forth in the Reclamation Letter Agreements, a judicial determination that the Reserved Defenses are valid.
4. Millwood shall withdraw its Response to the Thirteenth Omnibus Claims Objection with prejudice.

So Ordered in New York, New York, this 9th day of October, 2007

/s/Robert D. Drain

UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND
APPROVED FOR ENTRY:

/s/ John K. Lyons

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